

**CLAIM AMENDMENTS:**

Claim 1. (currently amended) A layered composite waterproofing membrane comprising a layer of rubberized asphalt having first and second sides with a flexible layer of durable plastic film continuously bonded to the first side and a layer of geotextile having opposed first and second faces with said first face continuously bonded to the second side of said rubberized asphalt and said second face bonded directly to a concrete substrate.

Claim 2. (original) The membrane of claim 1 wherein the rubberized asphalt is rubber-modified bitumen.

Claim 3. (original) The membrane of claim 1 wherein the rubberized asphalt comprises from about 5 to about 20 weight percent rubber.

Claim 4. (original) The membrane of claim 1 wherein the rubberized asphalt comprises from about 10 to about 15 weight percent rubber.

Claim 5. (original) The membrane of claim 1 wherein the rubberized asphalt is modified with a block copolymer.

Claim 6. (original) The membrane of claim 5 wherein the block copolymer is a styrene-butadiene-styrene block copolymer.

Claim 7. (original) The membrane of claim 5 wherein the block copolymer is a styrene-isoprene-styrene block copolymer.

Claim 8. (original) The membrane of claim 1 wherein the plastic film layer has a thickness ranging from about 1 mil up to a thickness where the layer ceases to be flexible.

Claim 9. (original) The membrane of claim 8 wherein the plastic film is cross-laminated to resist punctures.

Claim 10. (original) The membrane of claim 8 wherein the plastic film layer has a thickness ranging from about 10 to about 25 mils.

Claim 11. (original) The membrane of claim 10 wherein the plastic film layer has a thickness of about 20 mils.

Claim 12. (original) The membrane of claim 1 wherein the plastic film layer comprises polyethylene.

Claim 13. (original) The membrane of claim 1 wherein the plastic film layer comprises polypropylene.

Claim 14. (original) The membrane of claim 12 wherein the polyethylene is high density polyethylene.

Claim 15. (original) The membrane of claim 1 wherein the geotextile is nonwoven.

Claim 16. (original) The membrane of claim 1 wherein the geotextile is made of fibers comprising olefinic polymers.

Claim 17. (original) The membrane of claim 16 wherein the geotextile is made of fibers comprising poly-alpha olefins and polyesters.

Claim 18. (original) The membrane of claim 17 wherein the geotextile is made of fibers comprising polypropylene.

Claim 19. (original) The membrane of claim 18 wherein the geotextile is made of nonwoven fibers comprising polypropylene.

Claim 20. (original) The membrane of claim 1 in combination with a drainage mat attached to the high density polyethylene layer.

Claim 21. (original) The membrane of claim 20 wherein the drainage mat is bonded to the high density polyethylene layer.

Claim 22. (original) The membrane of claim 21 wherein the drainage mat and high density polyethylene layer are bonded with an adhesive.

Claim 23. (original) The membrane of claim 1, having an overall thickness ranging from about 30 to about 150 mils.

Claim 24. (original) The membrane of claim 23, having an overall thickness ranging from about 65 to about 95 mils.

Claims 25-43 (cancelled).